

## ROANOKE ISLAND COMMISSION MEETING

### Call to Order

The **Roanoke Island Commission** met in a special called meeting in the Art Gallery on Friday, **May 8, 2009** at 10:29 AM. Officers present: Dr. Tom Brooks, Chair; Tod Clissold, Vice Chair; Angel Khoury, Secretary; and Sterling Webster, Treasurer. Members present: Saint Basnight; Valerie Bateman, RIC Counsel; Larry Belli, Town of Manteo designee; Rolf Blizzard; Betsy Brown (temporarily by conference call); Joe Bryan (temporarily by conference call); Linda Carlisle, DCR Secretary; Walter Daniels; Glenn Eure; Malcolm Fearing; Grayson Kelley, Attorney General designee; Robert Long; Elmer Midgett; Sandy Nance, DOT designee; Ellen Newbold; Fountain Odom; Lorraine Tillett, Dare County representative; and Joanne Williams. Also present: Dwight Gregory, Friends of *Elizabeth II* Board of Directors member; and Catherine Kozak, *The Virginian-Pilot* staff writer. Staff present: Scott Stroh, Executive Director; and Andrea Hanganu, Administrative Assistant. Absent: Moncie “Punk” Daniels; Bill Kealy; and John Wilson, Historian.

### Welcome

Chairman Brooks welcomed everyone to the special meeting. He introduced DCR Secretary Linda Carlisle who commented briefly, noting that she looks forward to working as a RIC member. Chairman Brooks introduced Friends Board member Dwight Gregory.

### Adoption of Agenda Motion

Fountain Odom made a motion to adopt the first order of business to go into closed session in order to consult with RIC Counsel so that RIC members can receive legal advice on those matters which are lawful to be considered in closed session so that the Commission will know how to proceed with the rest of the agenda. Following closed session, the RIC would then take up the order of business for which the meeting was called as noted under the second through the fifth items of the agenda under *Reports/Recommendations*. Following that, any other items members wish to add to the agenda would be appropriate. Larry Belli seconded the motion. Discussion followed.

### Amended Motion

Fountain Odom amended his motion to include a request by RIC Counsel Valerie Bateman that the RIC only consider during closed session the settlement of pending litigation and personnel matters otherwise confidential under Chapter 126. Closed session would exclude all staff and all non-voting RIC members. Larry Belli seconded the amended motion. Discussion followed regarding clarification of the reasons for the closed session. Mr. Odom stated that the purpose of the motion to go into closed session was to deal with legal matters that may include lawsuits or legal liability of RIC members and also potential personnel matters which can be legally considered based on what RIC Counsel has stated, not to conduct secret trials.

Walter Daniels requested to add an agenda item after *Reports/Recommendations* to discuss technical bylaw amendments that the RIC needs to consider. Angel Khoury noted that the item could be discussed under the agenda item *RIC Governance Structure and Operations Under State Law, RIC Bylaws, and Sound Management Practices*.

Malcolm Fearing requested to discuss issues regarding the relationship between the Friends of *Elizabeth II* and the RIC, specifically participation in purchasing of the property appraised above \$300K. Chairman Brooks stated that could be discussion under *New Business*.

Discussion followed regarding the order of the agenda and the original purpose of the meeting. Fountain Odom stated that the original agenda was put together by five RIC members via telephone, as provided for in the RIC bylaws. For the record those five members were noted as Angel Khoury, Robert Long, Ellen Newbold, Fountain Odom, and Lorraine Tillett.

### Vote/Closed Session

The motion carried with one vote, by Malcolm Fearing, in opposition. The RIC went into closed session at 10:43 AM.

<i>Open Session</i>	Members voted by consensus to go out of closed session and into open session at approximately 4:15 PM.
<b>Ethics Statement</b>	Not addressed.
<b>Approval of Minutes</b>	Not addressed.
<b>Statement on Behalf of Scott Stroh</b>	<p>Chairman Brooks read the following statement:</p> <p><i>Scott Stroh has advised the Roanoke Island Commission today that he intends to pursue a new opportunity.</i></p> <p><i>His work on behalf of Roanoke Island has been tireless and helped the Park advance its profile in a way that clearly demonstrates his profound love for the Park and the community.</i></p> <p><i>We appreciate his service and wish him well in his new endeavor.</i></p> <p>Chairman Brooks announced that Kim Sawyer has agreed to serve as RIC Acting Executive Director effective immediately.</p>
<b>Reports/Recommendations Motion</b>	<p>Fountain Odom made a motion regarding agenda items two through five under <i>Reports/Recommendation</i> that, due to the late hour of the meeting, the RIC Chairman appoint a committee of no less than three and no more than five persons who would serve as the ad hoc committee to review all governance, structure, operations, and relationships that need to be explored and considered to make this body work more effectively and to have a greater share in what goes on here on the island to ensure smoother processes. Glenn Eure seconded the motion. Discussion followed.</p> <p>Rolf Blizzard requested that the relationship between the Friends of <i>Elizabeth II</i> and the RIC be added to the list of items to be reviewed by the ad hoc committee. Discussion followed regarding the task force already in existence which is addressing the MOA.</p>
<i>Amended Motion</i>	Fountain Odom agreed to amend his motion to include the relationship between the Friends of <i>Elizabeth II</i> and the RIC as an item to be reviewed by the ad hoc committee. Glenn Eure seconded the amended motion. The motion carried by unanimous vote.
<i>Vote</i>	<p>The following volunteers agreed to serve on the RIC Ad Hoc Governance Committee: Larry Belli, Rolf Blizzard, Walter Daniels, Malcolm Fearing, Angel Khoury, Ellen Newbold as Chair, and Fountain Odom. Members agreed that other interested members were welcome to serve regardless of the total number.</p> <p>Walter Daniels commented that following an electronic search on <i>independent commission</i> as in the RIC statutory authorization, he found that another North Carolina entity uses those same words. Ellen Newbold stated that the NC Battleship also uses the wording.</p>
<b>Old Business</b>	No old business was presented.
<b>New Business</b>	<p>Malcolm Fearing expressed concern regarding the following:</p> <ul style="list-style-type: none"> <li>• Expenditure of funds by the Friends of <i>Elizabeth II</i> for the Davis Lot. Sterling Webster and Angel Khoury provided a brief history and reasons for the purchase along with the procedure used.</li> <li>• Lack of Friends procedure or forms in which to make grants.</li> </ul>

- Necessity of appropriate processes being followed regarding use of transferred funds from the RIC to the Friends.
- Friends Counsel also participating as attorney for the Town of Manteo.

Discussion followed regarding whether the RIC had previously voted on transfers of funds to the Friends.

Discussion followed regarding the role of DCR in the transfer of funds as charged by statute.

Discussion followed regarding whether the statute requires a vote as an act of the RIC for the transfer of funds. Members agreed that the RIC needs more information when transfers occur, particularly due to the large dollar amounts. Discussion continued.

Rolf Blizzard recommended, since the RIC clearly has the authority to transfer funds and by practice will continue to do so, that it transfers funds through a vote of the RIC every year.

Tod Clissold reported that Sterling Webster has resigned as Treasurer of both the RIC and the Friends effective October 2009. After being requested to serve in that capacity, Rolf Blizzard noted ethical concerns regarding RIC members serving on the Friends Board. Mr. Blizzard stated that the issue is being reviewed by the State Ethics Commission.

Upon suggestion by Sandy Nance, members requested that all future information be *uniformly* provided to *all* RIC members.

Chairman Brooks announced that reimbursement for travel expenses for any interested RIC members will be refunded by the Friends of *Elizabeth II* by completing the necessary forms.

## **Announcements**

The next meeting of the Roanoke Island Commission will be Friday, October 16, 2009.

Chairman Brooks announced that the RIC Ad Hoc Governance Committee will report back to the full RIC in October 2009.

Discussion followed regarding the need for a RIC Executive Director Search Committee. Chairman Brooks requested to have until Monday (05/11/09) to contact RIC members to serve on that committee since no volunteers came forward upon his request.

## **Adjournment**

With no further business, the meeting was adjourned at 4:47 PM.

Minutes by: Andrea Hanganu, Administrative Assistant

**Approved by:** \_\_\_\_\_  
Angel Khoury, Secretary, Roanoke Island Commission